

**REQUEST FOR PROPOSAL
POLICEMEN’S ANNUITY AND BENEFIT FUND OF CHICAGO, ILLINOIS
PRIVATE EQUITY FUND – SPECIAL SITUATIONS/BUYOUT**

The Retirement Board (“the Board”) of the Policemen’s Annuity and Benefit Fund of Chicago (“the Fund” or “PABF”) is requesting proposals from qualified firms interested in managing Special Situations or Buyout Private Equity fund(s). The estimated allocation for this mandate is estimated to be up to \$85 million to be allocated to 1-2 private equity funds.

All responding firms must meet the highest standards of professional competence and ethics. The selected firm(s) will serve as a fiduciary in its capacity to the Fund. The Board’s investment consultant NEPC, LLC shall oversee the RFP process. All forms/required documents needed for submitting a Request for Proposal (“RFP”) are available on the PABF’s investment consultant’s (NEPC) website at www.nepc.com.

Proposers are responsible for monitoring the website for periodic updates on this search.

The Fund is a pension fund of the City of Chicago established in 1887. The Board is made up of eight members. Decisions regarding awarding mandates shall be at the sole discretion of the Board in exercising their investment authority to ensure the prudent investment of Fund assets. To learn more about the Fund you may visit our website at www.chipabf.org.

The Fund is governed by Illinois Compiled Statutes, which can be viewed at www.illinois.gov.

Submission Process

If you are interested in being considered for this RFP, you must submit an electronic copy of the complete proposal by 4:00pm CST on June 6, 2024. Responses submitted after this time and date will not be considered.

All responses should be submitted electronically to the following search contacts:

NEPC (Consultant Contact)	ChicagoPoliceRFP@nepc.com The subject line of your email submission should be “PABF Private Equity Fund Search_{Fund Name}”.
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An RFP submission would be deemed complete only when ALL requested information has been completed in full and submitted as instructed above. Incomplete submissions or responses not submitted as instructed will be rejected and any follow-on submissions in support of an RFP filed earlier will not be entertained under any circumstances.

Quiet Period

The quiet period begins when the RFP is issued and ends when the manager is selected by the Board or the process is declared to be complete. Managers will not contact Board members during the quiet period. A manager will be disqualified from the selection process for violating the quiet period. The quiet period for this RFP begins upon public issuance of this RFP.

RFP Questions

Questions concerning the RFP must be submitted in writing via e-mail to the investment consultant’s search contact by 3pm CST on May 17, 2024. Responses to properly submitted questions will be consolidated in a single Q&A document and posted on the consultant’s website on or around May 27, 2024. **No phone calls please.**

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RFP Timeline

The following is a list of anticipated critical dates regarding the proposal and possible contract process:

Request for Proposal Issued	May 6, 2024
Due Date to Submit Written Questions	May 17, 2024
Q&A Document Posted	May 27, 2024
Due Date for Proposal	June 6, 2024
Potential Interviews	TBD
Finalist Notified By	TBD

The timeline is subject to change and any changes to the timeline will be posted on NEPC's website.

Terms and Conditions

1. PABF reserves the right to reject any or all proposals or any portion thereof, that it feels is in the best interest of Fund and to negotiate with any one or more of the respondents. PABF reserves the right to cancel this procurement.
2. Please be aware that all documents created as part of this RFP, including the responses provided by your firm as the respondent, shall be retained by PABF, considered public record and made available for inspection and copying as provided in Section 3 of the Illinois Freedom of Information Act ("FOIA"), 5 ILCS 140/1, et. seq. **In addition to your proposal, you may also provide a redacted version of your proposal to be subject to any FOIA request, however only confidential information may be redacted.**
3. If selected, PABF will require the execution of a management service contract.
4. This RFP is neither a contract nor meant to serve as a contract. A respondent's preparation or submittal of a proposal or subsequent participation in presentations or contract negotiations creates no obligation on the Fund to award a contract or to pay any associated costs.
5. The Fund is not obligated to award a contract to any of the respondents to this RFP.

Evaluation Considerations

Proposals will be evaluated and subsequent judgments made taking into account the following criteria:

1. **Stability and General Experience of the Firm** – as measured by the stability of the financial condition of the firm and experience in providing the services requested.
2. **Key Personnel** – Personnel to be assigned to this account, including key professionals, back-up and other staff assistance, and education and experience of all such key personnel.
3. **Expertise** – Similar work performed for other institutions.
4. **Client References** – as measured by the quality of the references provided.
5. **Process** – Consistent implementation of investment process.
6. **Fees** – Reasonableness and competitiveness of fees.
7. **RFP Proposal** – Clarity, completeness and responsiveness to requirements as requested in the RFP.

Selection Process:

All RFPs will be reviewed and evaluated by PABF's Board of Trustees, Staff and NEPC. The Board will be responsible for the final selection of the Firm(s) hired.

255 State Street | Boston, MA 02109 | TEL: 617.374.1300 | www.nepc.com

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Minimum Qualifications

Please provide a cover letter with your response in which EACH qualification listed and an authorized person initials attesting to the firm's ability to meet or exceed each qualification. Failure to do so will constitute an incomplete response resulting in automatic elimination.

To be considered for this search respondents must demonstrate that their firm/product meets the following minimum qualifications:

1. Acknowledge that the proposed firm/fund will act as a fiduciary with respect to the Policemen's Annuity and Benefit Fund of Chicago in accordance with the Illinois Pension Code, 40 ILCS 5/1 et seq.
2. Acknowledge that the proposed firm/fund is: (i) registered as an investment adviser under the Investment Advisers Act of 1940, as amended (15 U.S.C.80b-1 et seq.) (the "IAA"); (ii) registered as an investment adviser under the Illinois Securities Law of 1953, as amended (815 ILCS 5/1 et seq.); (iii) a bank, as defined in the IAA; or (iv) an insurance company authorized to transact business in the State of Illinois. If your firm is not a Registered Investment Advisor under the Securities Act of 1940, please explain why your firm is exempt in your cover letter.
3. The key decision makers must each possess more than (10) years investment experience and a minimum of three (3) years of experience in the specific private equity strategy and three (3) years verifiable PE investment experience as of March 31, 2024.
4. The proposing firm should have a track record of at least three prior private equity funds and the proposed fund should have a fundraising target of at least \$250 million.
5. The proposed product must have a final close (or willing to allow an extension) of Q1 2025 or later.
6. Any Proposer qualifying as a certified minority owned business, female owned business or business owned by a person with a disability, as those terms are defined in the Business Enterprise for Minorities, Females, and Persons with Disabilities Act ("MWDBE"), are exempt from (3) above and will be evaluated for further consideration at the discretion of the Board.
7. Must provide net fund-level performance track record of the proposed strategy for the RFP (do not include simulated secondary performance from other vehicles, e.g. secondary transactions executed in a fund of funds vehicle).
8. Provide a copy of the firm's Equal Employment Opportunity Commission ("EEOC") disclosure statement and description of any initiatives or guidelines your firm has on the inclusion of women and ethnic minorities. Whether you have an EEOC disclosure statement or not, each Proposer complete the attached Exhibit A with their firm's staff diversity exposure. Please note that per the law effective January 1, 2015 [40 ILCS 5/1-113.21], the employee diversity of senior staff and investment personnel must be delineated. (*Please provide as an additional exhibit titled "Exhibit A"*).
9. As required by Illinois Legislation (SB 452), an applying firm must provide the following disclosures to be considered: (1) number of contracts for services that the applying entity has with minority owned business, female owned business, or business owned by a person with a disability; and (2) the number of contracts for service(s) that the applying entity has with other than a minority owned business, female owned business, business owned by a person

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with a disability, if more than 50% of the services under that contract are performed by a minority person, a female, or a person with a disability. (*Please provide as an additional exhibit titled “Exhibit B”*).

10. Be familiar with and willing to adhere to Articles 1 and 5 of the Illinois Pension Code.
11. If retained, the firm must be familiar with and willing to adhere to the Investment Transparency section of Illinois code and permit the Fund to list your firm on its website along with a brief description of any agreement for investment services.
12. Be comfortable with the FOIA (Illinois Freedom of Information Act) that the Fund adheres to, which includes the requirements from 5 ILCS 140 et seq. This includes, but is not limited to, disclosure of fee schedules.
13. Confirm your ability to comply with Section 145 of Article 1 of the Illinois Pension Code (815 ILCS 5/1-145) relating to Placement Agents and Third-Party Marketers. Specifically, Section 145 prohibits contingent and placement fees, no third-party marketers can be used for gaining a fund investment.

Verification (Please include in the cover letter)

I certify under penalty of perjury, that I am a responsible official for the business entity described above as a Proposer, that I have personally examined and am familiar with the information submitted in this disclosure and all its attachments, and that the information is true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including criminal sanctions which can lead to imposition of a fine and/or imprisonment.

(Signature), (Name, Title)

(Date)

Required Documents Checklist

Required Documents

In order for your firm’s submission to be deemed complete, please submit all of the following documents:

1. **Cover letter**, acknowledging each minimum qualification and initially that your firm/fund meets the qualifications;
2. **Exhibit A** – Employee Diversity Chart and EEOC statement requested in #8 of the minimum qualifications (provided excel chart);
3. **Exhibit B** – MWDBE vendors and consultant questionnaire; requested in #9 of the minimum qualifications;
4. **Exhibit C** – Example of Standard Report (quarterly);
5. **Exhibit D** – MWDBE certification (if applicable);
6. **Exhibit E** – Legal Disclosure, signed by the fund’s legal officer or a senior executive (provided in PDF);
7. **Attachment 1-3**: Performance Summary.